



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2010  
OF THE CONDITION AND AFFAIRS OF THE  
HealthLink HMO, Inc.

NAIC Group Code 0671 0671 NAIC Company Code 96475 Employer's ID Number 43-1616135  
(Current) (Prior)

Organized under the Laws of Missouri, State of Domicile or Port of Entry Missouri

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized 07/29/1992 Commenced Business 01/14/1993

Statutory Home Office 1831 Chestnut Street, St. Louis, MO 63103-2275  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1831 Chestnut Street  
(Street and Number)  
St. Louis, MO 63103-2275 314-923-4444  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 6775 W. Washington Street, Milwaukee, WI 53214  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 6775 W. Washington Street  
(Street and Number)  
Milwaukee, WI 53214 414-459-6833  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.healthlink.com

Statutory Statement Contact Brenda J Buss, 414-459-6833  
(Name) (Area Code) (Telephone Number)  
brenda.buss@bcbswi.com 414-459-6229  
(E-mail Address) (FAX Number)

OFFICERS

President Dennis William Casey Treasurer Robert David Kretschmer  
Secretary Kathleen Susan Kiefer Assistant Secretary Karen Elizabeth Geiger #

OTHER

DIRECTORS OR TRUSTEES

Wayne Scott DeVeydt Dennis William Casey Catherine Irene Kelaghan

State of Indiana SS:  
County of Hendricks

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Dennis William Casey Kathleen Susan Kiefer Robert David Kretschmer  
President Secretary Treasurer

Subscribed and sworn to before me this 08 day of FEBRUARY 2011  
Theresa A Hill

- a. Is this an original filing? Yes [ X ] No [ ]  
b. If no,  
1. State the amendment number.....  
2. Date filed .....  
3. Number of pages attached.....

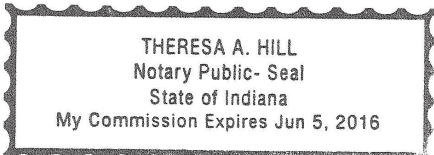


Exhibit 2 - A&H Premiums Due and Unpaid

**N O N E**

Exhibit 3 - Health Care Receivables

**N O N E**

**EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

[illegible]

## EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

21

## EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

22

	1	2	3	4	5	6
Payment Method	Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups .....	0	0.0		0.0		
2. Intermediaries .....	0	0.0		0.0		
3. All other providers .....	0	0.0		0.0		
4. Total capitation payments .....	0	0.0	0	0.0	0	0
Other Payments:						
5. Fee-for-service .....	0	0.0	XXX	XXX		
6. Contractual fee payments .....	0	0.0	XXX	XXX		
7. Bonus/withhold arrangements - fee-for-service .....	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments .....	0	0.0	XXX	XXX		
9. Non-contingent salaries .....	0	0.0	XXX	XXX		
10. Aggregate cost arrangements .....	0	0.0	XXX	XXX		
11. All other payments .....	269,927	100.0	XXX	XXX		269,927
12. Total other payments .....	269,927	100.0	XXX	XXX	0	269,927
13. TOTAL (Line 4 plus Line 12)	269,927	100%	XXX	XXX	0	269,927

## EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

[illegible]

Exhibit 8 - Furniture and Equipment Owned

**N O N E**



ANNUAL STATEMENT FOR THE YEAR 2010 OF THE HealthLink HMO, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION 2. (LOCATION)

NAIC Group Code	BUSINESS IN THE STATE OF Arkansas			DURING THE YEAR 2010							NAIC Company Code	
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10		
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
Total Members at end of:												
1. Prior Year .....												
2. First Quarter .....												
3. Second Quarter .....												
4. Third Quarter .....												
5. Current Year												
6. Current Year Member Months												
Total Member Ambulatory Encounters for Year:												
7. Physician .....												
8. Non-Physician .....												
9. Total												
10. Hospital Patient Days Incurred												
11. Number of Inpatient Admissions												
12. Health Premiums Written (b) .....												
13. Life Premiums Direct												
14. Property/Casualty Premiums Written .....												
15. Health Premiums Earned.....												
16. Property/Casualty Premiums Earned												
17. Amount Paid for Provision of Health Care Services.....												
18. Amount Incurred for Provision of Health Care Services												

(a) For health business: number of persons insured under PPO managed care products ..... and number of persons insured under indemnity only products .....  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....



ANNUAL STATEMENT FOR THE YEAR 2010 OF THE HealthLink HMO, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION 2. (LOCATION)

NAIC Group Code	BUSINESS IN THE STATE OF Illinois			DURING THE YEAR 2010							NAIC Company Code	
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10		
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
Total Members at end of:												
1. Prior Year .....												
2. First Quarter .....												
3. Second Quarter .....												
4. Third Quarter .....												
5. Current Year												
6. Current Year Member Months												
Total Member Ambulatory Encounters for Year:												
7. Physician .....												
8. Non-Physician .....												
9. Total												
10. Hospital Patient Days Incurred												
11. Number of Inpatient Admissions												
12. Health Premiums Written (b) .....												
13. Life Premiums Direct												
14. Property/Casualty Premiums Written .....												
15. Health Premiums Earned.....												
16. Property/Casualty Premiums Earned												
17. Amount Paid for Provision of Health Care Services.....												
18. Amount Incurred for Provision of Health Care Services												

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products .  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$



ANNUAL STATEMENT FOR THE YEAR 2010 OF THE HealthLink HMO, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION      HealthLink HMO, Inc.      2. St. Louis, MO

NAIC Group Code		BUSINESS IN THE STATE OF		DURING THE YEAR							(LOCATION)
0671		Missouri		2010							NAIC Company Code 96475
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
			2	3							
		Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:											
1.	Prior Year .....	21	21								
2.	First Quarter .....	21	21								
3.	Second Quarter .....	21	21								
4.	Third Quarter .....	21	21								
5.	Current Year	21	21								
6.	Current Year Member Months	252	252								
Total Member Ambulatory Encounters for Year:											
7.	Physician .....	49	49								
8.	Non-Physician .....	36	36								
9.	Total	85	85	0	0	0	0	0	0	0	0
10.	Hospital Patient Days Incurred	25	25								
11.	Number of Inpatient Admissions	9	9								
12.	Health Premiums Written (b) .....	59,916	59,916								
13.	Life Premiums Direct	0									
14.	Property/Casualty Premiums Written .....	0									
15.	Health Premiums Earned .....	59,916	59,916								
16.	Property/Casualty Premiums Earned	0									
17.	Amount Paid for Provision of Health Care Services .....	269,927	269,927								
18.	Amount Incurred for Provision of Health Care Services	281,768	281,768								

(a) For health business: number of persons insured under PPO managed care products ..... and number of persons insured under indemnity only products .....  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....



ANNUAL STATEMENT FOR THE YEAR 2010 OF THE HealthLink HMO, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

HealthLink HMO, Inc.

2. St. Louis, MO

NAIC Group Code		BUSINESS IN THE STATE OF		Grand Total		DURING THE YEAR		2010		(LOCATION)	
0671				Comprehensive (Hospital & Medical)						NAIC Company Code	
		1	2	3	4	5	6	7	8	9	10
		Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:											
1. Prior Year .....	21	21	0	0	0	0	0	0	0	0	0
2. First Quarter .....	21	21	0	0	0	0	0	0	0	0	0
3. Second Quarter .....	21	21	0	0	0	0	0	0	0	0	0
4. Third Quarter .....	21	21	0	0	0	0	0	0	0	0	0
5. Current Year	21	21	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	252	252	0	0	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Year:											
7. Physician .....	49	49	0	0	0	0	0	0	0	0	0
8. Non-Physician .....	36	36	0	0	0	0	0	0	0	0	0
9. Total	85	85	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	25	25	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	9	9	0	0	0	0	0	0	0	0	0
12. Health Premiums Written (b) .....	59,916	59,916	0	0	0	0	0	0	0	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned .....	59,916	59,916	0	0	0	0	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services .....	269,927	269,927	0	0	0	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	281,768	281,768	0	0	0	0	0	0	0	0	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0 .

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....0

## ANNUAL STATEMENT FOR THE YEAR 2010 OF THE HealthLink HMO, Inc.

## SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Location	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
NONE											
0399999 - Totals											

## SCHEDULE S - PART 2

[illegible]

## SCHEDULE S - PART 3 - SECTION 2

[illegible]

## ANNUAL STATEMENT FOR THE YEAR 2010 OF THE HealthLink HMO, Inc.

## SCHEDULE S - PART 4

### Reinsurance Ceded to Unauthorized Companies

[illegible]

SCHEDULE S - PART 5

Five Year Exhibit of Reinsurance Ceded Business (000 Omitted)

	1 2010	2 2009	3 2008	4 2007	5 2006
A. OPERATIONS ITEMS					
1. Premiums .....	60	70	80	31	0
2. Title XVIII - Medicare .....	0	0	0	0	0
3. Title XIX - Medicaid .....	0	0	0	0	0
4. Commissions and reinsurance expense allowance .....					
5. Total hospital and medical expenses .....					
B. BALANCE SHEET ITEMS					
6. Premiums receivable .....	10	0	1	31	0
7. Claims payable .....	14	3	8	11	0
8. Reinsurance recoverable on paid losses .....	0	0	0	0	0
9. Experience rating refunds due or unpaid .....					
10. Commissions and reinsurance expense allowances unpaid .....					
11. Unauthorized reinsurance offset .....					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F) .....	0	0	0	0	0
13. Letters of credit (L) .....	0	0	0	0	0
14. Trust agreements (T) .....	0	0	0	0	0
15. Other (O) .....	0	0	0	0	0

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	20,740,237		20,740,237
2. Accident and health premiums due and unpaid (Line 15) .....	0		0
3. Amounts recoverable from reinsurers (Line 16.1) .....	0		0
4. Net credit for ceded reinsurance .....	xxx	14,380	14,380
5. All other admitted assets (Balance) .....	1,180,531		1,180,531
6. Total assets (Line 28)	21,920,768	14,380	21,935,148
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1) .....	0	14,380	14,380
8. Accrued medical incentive pool and bonus payments (Line 2) .....	0		0
9. Premiums received in advance (Line 8) .....	1,002		1,002
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19) .....	0		0
11. Reinsurance in unauthorized companies (Line 20) .....	0		0
12. All other liabilities (Balance) .....	1,128,575		1,128,575
13. Total liabilities (Line 24) .....	1,129,577	14,380	1,143,957
14. Total capital and surplus (Line 33) .....	20,791,191	xxx	20,791,191
15. Total liabilities, capital and surplus (Line 34)	21,920,768	14,380	21,935,148
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
16. Claims unpaid .....	14,380		
17. Accrued medical incentive pool .....	0		
18. Premiums received in advance .....	0		
19. Reinsurance recoverable on paid losses .....	0		
20. Other ceded reinsurance recoverables .....	0		
21. Total ceded reinsurance recoverables .....	14,380		
22. Premiums receivable .....	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
24. Unauthorized reinsurance .....	0		
25. Other ceded reinsurance payables/offsets .....	0		
26. Total ceded reinsurance payables/offsets .....	0		
27. Total net credit for ceded reinsurance	14,380		

SCHEDULE T - PART 2  
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

		Direct Business Only					
		1	2	3	4	5	6
States, Etc.		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1.	Alabama .....	AL					
2.	Alaska .....	AK					
3.	Arizona .....	AZ					
4.	Arkansas .....	AR					
5.	California .....	CA					
6.	Colorado .....	CO					
7.	Connecticut .....	CT					
8.	Delaware .....	DE					
9.	District of Columbia .....	DC					
10.	Florida .....	FL					
11.	Georgia .....	GA					
12.	Hawaii .....	HI					
13.	Idaho .....	ID					
14.	Illinois .....	IL					
15.	Indiana .....	IN					
16.	Iowa .....	IA					
17.	Kansas .....	KS					
18.	Kentucky .....	KY					
19.	Louisiana .....	LA					
20.	Maine .....	ME					
21.	Maryland .....	MD					
22.	Massachusetts .....	MA					
23.	Michigan .....	MI					
24.	Minnesota .....	MN					
25.	Mississippi .....	MS					
26.	Missouri .....	MO					
27.	Montana .....	MT					
28.	Nebraska .....	NE					
29.	Nevada .....	NV					
30.	New Hampshire .....	NH					
31.	New Jersey .....	NJ					
32.	New Mexico .....	NM					
33.	New York .....	NY					
34.	North Carolina .....	NC					
35.	North Dakota .....	ND					
36.	Ohio .....	OH					
37.	Oklahoma .....	OK					
38.	Oregon .....	OR					
39.	Pennsylvania .....	PA					
40.	Rhode Island .....	RI					
41.	South Carolina .....	SC					
42.	South Dakota .....	SD					
43.	Tennessee .....	TN					
44.	Texas .....	TX					
45.	Utah .....	UT					
46.	Vermont .....	VT					
47.	Virginia .....	VA					
48.	Washington .....	WA					
49.	West Virginia .....	WV					
50.	Wisconsin .....	WI					
51.	Wyoming .....	WY					
52.	American Samoa .....	AS					
53.	Guam .....	GU					
54.	Puerto Rico .....	PR					
55.	U.S. Virgin Islands .....	VI					
56.	Northern Mariana Islands .....	MP					
57.	Canada .....	CN					
58.	Aggregate Other Alien .....	OT					
59.	Total						

NONE

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
11069	36-4384128	American Imaging Management East, LLC	0	0	0	0	(3,436,581)	0			(3,436,581)	0
	36-3692630	American Imaging Management, Inc.	0	0	0	0	(39,624,251)	0			(39,624,251)	0
62825	95-4331852	Anthem Blue Cross Life and Health Insurance Company, Inc.	0	0	0	0	(1,021,107,091)	(5,094,741)			(1,026,201,832)	4,601,859
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(29,100,000)	0	0	0	(246,739,438)	0			(275,839,438)	0
52618	31-1705652	Anthem Health Plans of Maine, Inc.	(20,900,000)	0	0	0	(97,977,259)	0			(118,877,259)	0
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.										
			(25,000,000)	0	0	0	(41,496,215)	0			(66,496,215)	0
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	0	(330,000,000)	0	0	(576,656,723)	1,170,065			(905,486,658)	(2,270,044)
60217	06-1475928	Anthem Health Plans, Inc.	(132,800,000)	0	0	0	(307,741,229)	0			(440,541,229)	0
	61-1459939	Anthem Holding Corp.	0	0	0	0	175,910,155	0			175,910,155	0
28207	35-0781558	Anthem Insurance Companies, Inc.	(267,100,000)	0	0	0	(538,438,918)	(1,115,141)			(806,654,059)	(5,348,995)
	20-5876774	Anthem Life and Disability Insurance Company	0	0	0	0	(132,526)	0			(132,526)	0
61069	35-0980405	Anthem Life Insurance Company	(14,300,000)	0	0	0	(30,356,487)	(96,816)			(44,753,303)	1,449,631
	32-0031791	Anthem Southeast, Inc.	0	0	0	0	(1,416,577)	0			(1,416,577)	0
	35-2129194	Anthem UM Services, Inc.	0	0	0	0	22,843,175	0			22,843,175	0
	20-2858325	Arcus Financial Services, Inc.	0	0	0	0	(135,933)	0			(135,933)	0
	11-3713086	ATH Holding Company, LLC	0	0	0	0	89,840,133	0			89,840,133	0
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.	(129,100,000)	0	0	0	(189,681,113)	0			(318,781,113)	0
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	(61,300,000)	0	0	0	(298,739,500)	0			(360,039,500)	0
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(95,000,000)	0	0	0	(127,758,628)	100,753			(222,657,875)	67,952
	95-3760980	Blue Cross of California	(525,000,000)	0	0	0	(19,255,081)	0			(544,255,081)	0
	20-2994048	Blue Cross of California Partnership Plan, Inc.	0	0	0	0	(85,427,603)	0			(85,427,603)	0
	39-1413702	Claim Management Services, Inc.	0	0	0	0	3,228,242	0			3,228,242	0
10345	31-1440175	Community Insurance Company	(300,000,000)	0	0	0	(1,844,739,553)	0			(2,144,739,553)	0
95693	39-1462554	Compcare Health Services Insurance Corporation	0	0	0	0	(41,908,386)	0			(41,908,386)	0
	20-0334650	Crossroads Acquisition Corp.	0	0	0	0	773,066	0			773,066	0
	13-3934328	EHC Benefits Agency, Inc.	0	0	0	0	3,469,953	0			3,469,953	0
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(110,000,000)	0	0	0	(795,743,828)	0			(905,743,828)	0
95433	13-3874803	Empire HealthChoice HMO, Inc.	(90,000,000)	0	0	0	(167,348,442)	0			(257,348,442)	0
	95-2907752	Golden West Health Plan, Inc.	0	0	0	0	(2,193,890)	0			(2,193,890)	0
97217	58-1473042	Greater Georgia Life Insurance Company	(2,000,000)	0	0	0	(5,568,653)	0			(7,568,653)	0
	51-0365660	Health Core, Inc.	0	0	0	0	(10,354,154)	0			(10,354,154)	0
	54-1237939	Health Management Corporation	0	0	0	0	32,476,841	0			32,476,841	0
95169	54-1356687	HealthKeepers, Inc.	(67,100,000)	0	0	0	(131,523,813)	(1,532,729)			(200,156,542)	2,270,044
96475	43-1616135	HealthLink HMO, Inc.	0	0	0	0	10,702,650	222,203			10,924,853	14,380
	43-1364135	HealthLink, Inc.	(13,000,000)	0	0	0	(78,578,232)	0			(91,578,232)	0
78972	86-0257201	Healthy Alliance Life Insurance Company	(114,700,000)	0	0	0	(213,771,552)	0			(328,471,552)	0
95473	84-1017384	HMO Colorado, Inc.	(3,900,000)		0	0	(17,656,212)	0			(21,556,212)	0

SCHEDULE Y

PART 2 - SUMMARY OF INSURER’S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
95358	37-1216698	HMO Missouri, Inc.	(17,000,000)	.0	.0	.0	(25,574,165)	.0			(42,574,165)	.0
	98-0408753	HTH Re, LTD	.0	.0	.0	.0	.0	5,094,741			5,094,741	(4,601,859)
	39-1582567	Imaging Management Holdings, LLC	.0	.0	.0	.0	1,168,385	.0			1,168,385	.0
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(25,000,000)	.0	.0	.0	(61,172,714)	.0			(86,172,714)	.0
	39-2013971	Meridian Resource Company, LLC	.0	.0	.0	.0	(7,481,305)	.0			(7,481,305)	.0
	52-1519940	National Capital Preferred Provider Organization, Inc.	.0	.0	.0	.0	(537,161)	.0			(537,161)	.0
	35-1840597	National Government Services, Inc.	.0	.0	.0	.0	(8,855,400)	.0			(8,855,400)	.0
85286	75-1461960	OneNation Insurance Company	.0	.0	.0	.0	(76,805)	31,339			(45,466)	3,908,843
95167	54-1650230	Peninsula Health Care, Inc.	(13,400,000)	.0	.0	.0	(12,933,917)	535,956			(25,797,961)	.0
96512	54-1239244	Priority Health Care, Inc.	(11,400,000)	.0	.0	.0	(13,495,853)	(173,292)			(25,069,145)	.0
	43-1595640	R&P Realty	.0	.0	.0	.0	88,576	.0			88,576	.0
	56-2396739	Resolution Health, Inc.	.0	.0	.0	.0	1,678,287	.0			1,678,287	.0
83640	36-3506910	RightCHOICE Insurance Company	.0	.0	.0	.0	(49,563)	.0			(49,563)	.0
	47-0851593	RightCHOICE Managed Care, Inc.	.0	.0	.0	.0	(7,806,883)	.0			(7,806,883)	.0
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(83,800,000)	.0	.0	.0	(197,758,436)	.0			(281,558,436)	.0
	55-0712302	Southeast Services, Inc.	.0	.0	.0	.0	27,240,428	.0			27,240,428	.0
	35-1835818	The WellPoint Companies, Inc.	.0	.0	.0	.0	3,203,099,902	.0			3,203,099,902	.0
	43-1967924	TrustSolutions, LLC	.0	.0	.0	.0	(1,324,115)	.0			(1,324,115)	.0
10076	76-0646301	UNICARE Health Insurance Company of Texas	.0	1,500,000	.0	.0	(203,764)	.0			1,296,236	.0
70700	36-3304416	UNICARE Health Insurance Company of the Midwest	(23,342,807)	(21,657,193)	.0	.0	(3,066,632)	.0			(48,066,632)	.0
	20-4842073	UNICARE Health Plan of Kansas, Inc.	(12,800,000)	.0	.0	.0	(18,462,468)	.0			(31,262,468)	.0
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.	.0	.0	.0	.0	(18,805,129)	.0			(38,805,129)	.0
95420	74-2151310	UNICARE Health Plans of Texas, Inc.	.0	.0	.0	.0	(7,262,154)	.0			(7,262,154)	.0
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.	(40,167,713)	(14,832,287)	.0	.0	(4,057,545)	.0			(59,057,545)	.0
80314	52-0913817	UNICARE Life & Health Insurance Company	(217,947,405)	(72,052,595)	.0	.0	(149,977,850)	857,662			(439,120,188)	(91,811)
	95-4635507	UNICARE National Services, Inc.	.0	.0	.0	.0	(2,694,631)	.0			(2,694,631)	.0
	77-0494551	UNICARE Specialty Services, Inc.	.0	.0	.0	.0	(268,447,716)	.0			(268,447,716)	.0
	95-4613835	WellPoint Behavioral Health, Inc.	.0	.0	.0	.0	(699,384)	.0			(699,384)	.0
	95-4657170	WellPoint Dental Services, Inc.	.0	.0	.0	.0	8,078,656	.0			8,078,656	.0
	20-3620996	WellPoint Holding Corp	.0	.0	.0	.0	199,997,859	.0			199,997,859	.0
	36-3897080	WellPoint Partnership Plan, LLC	.0	.0	.0	.0	(7,617,083)	.0			(7,617,083)	.0
	35-2145715	WellPoint, Inc.	2,465,157,925	437,042,075	.0	.0	3,978,032,981	.0			6,880,232,981	.0
	98-0552141	WPMI (Shanghai) Enterprise Consulting & Serv Co. Ltd. (G2510)	.0	.0	.0	.0	(241,681)	.0			(241,681)	.0
			.0	.0	.0	.0	(4,519,067)	.0			(4,519,067)	.0
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES












The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
MARCH FILING		
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? .....	YES
2.	Will an actuarial opinion be filed by March 1? .....	YES
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?.....	YES
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required, by March 1?.....	YES
APRIL FILING		
5.	Will Management's Discussion and Analysis be filed by April 1? .....	YES
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1? .....	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1? .....	YES
JUNE FILING		
8.	Will an audited financial report be filed by June 1? .....	YES
9.	Will Accountant's Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? .....	YES
AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? .....	YES

The following supplemental reports are required to be filed as part of your annual statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? .....	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? .....	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?.....	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?.....	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?.....	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?.....	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?.....	NO
APRIL FILING		
18.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? .....	NO
19.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? .....	NO
20.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? .....	NO
21.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? .....	YES
22.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1? .....	YES
AUGUST FILING		
23.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? .....	NO
Explanations:		
11.		
12.		
13.		
14.		
15.		
16.		
17.		
18.		
19.		
20.		
23.		

Bar Codes:

11.	Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]	
12.	Life Supplement [Document Identifier 205]	
13.	Property/Casualty Supplement [Document Identifier 207]	
14.	SIS Stockholder Information Supplement [Document Identifier 420]	
15.	Participating Opinion for Exhibit 5 [Document Identifier 371]	
16.	Non-Guaranteed Opinion for Exhibit 5 [Document Identifier 370]	
17.	Medicare Part D Coverage Supplement [Document Identifier 365]	
18.	Long-Term Care Experience Reporting Forms [Document Identifier 306]	
19.	Life Supplement [Document Identifier 211]	
20.	Property/Casualty Supplement Insurance Expense Exhibit [Document Identifier 213]	
23.	Management's Report of Internal Control Over Financial Reporting [Document Identifier 223]	

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business ..... 7

Assets ..... 2

Cash Flow ..... 6

Exhibit 1 - Enrollment By Product Type for Health Business Only ..... 17

Exhibit 2 - Accident and Health Premiums Due and Unpaid ..... 18

Exhibit 3 - Health Care Receivables ..... 19

Exhibit 4 - Claims Unpaid and Incentive Pool, Withhold and Bonus ..... 20

Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates ..... 21

Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates ..... 22

Exhibit 7 - Part 1 - Summary of Transactions With Providers ..... 23

Exhibit 7 - Part 2 - Summary of Transactions With Intermediaries ..... 23

Exhibit 8 - Furniture, Equipment and Supplies Owned ..... 24

Exhibit of Capital Gains (Losses) ..... 15

Exhibit of Net Investment Income ..... 15

Exhibit of Nonadmitted Assets ..... 16

Exhibit of Premiums, Enrollment and Utilization (State Page) ..... 29

Five-Year Historical Data ..... 28

General Interrogatories ..... 26

Jurat Page ..... 1

Liabilities, Capital and Surplus ..... 3

Notes To Financial Statements ..... 25

Overflow Page For Write-ins ..... 41

Schedule A - Part 1 ..... E01

Schedule A - Part 2 ..... E02

Schedule A - Part 3 ..... E03

Schedule A - Verification Between Years ..... SI02

Schedule B - Part 1 ..... E04

Schedule B - Part 2 ..... E05

Schedule B - Part 3 ..... E06

Schedule B - Verification Between Years ..... SI02

Schedule BA - Part 1 ..... E07

Schedule BA - Part 2 ..... E08

Schedule BA - Part 3 ..... E09

Schedule BA - Verification Between Years ..... SI03

Schedule D - Part 1 ..... E10

Schedule D - Part 1A - Section 1 ..... SI05

Schedule D - Part 1A - Section 2 ..... SI08

Schedule D - Part 2 - Section 1 ..... E11

Schedule D - Part 2 - Section 2 ..... E12

Schedule D - Part 3 ..... E13

Schedule D - Part 4 ..... E14

Schedule D - Part 5 ..... E15

Schedule D - Part 6 - Section 1 ..... E16

Schedule D - Part 6 - Section 2 ..... E16

Schedule D - Summary By Country ..... SI04

Schedule D - Verification Between Years ..... SI03

Schedule DA - Part 1 ..... E17

Schedule DA - Verification Between Years ..... SI11

Schedule DB - Part A - Section 1 ..... E18

Schedule DB - Part A - Section 2 ..... E19

Schedule DB - Part A - Verification Between Years ..... SI12

Schedule DB - Part B - Section 1 ..... E20

Schedule DB - Part B - Section 2 ..... E21

Schedule DB - Part B - Verification Between Years ..... SI12

Schedule DB - Part C - Section 1 ..... SI13

Schedule DB - Part C - Section 2 ..... SI14

Schedule DB - Part D ..... E22

Schedule DB - Verification ..... SI15

Schedule DL - Part 1 ..... E23

Schedule DL - Part 2 ..... E24

Schedule E - Part 1 - Cash ..... E25

Schedule E - Part 2 - Cash Equivalents ..... E26

Schedule E - Part 3 - Special Deposits ..... E27

Schedule E - Verification Between Years ..... SI16

ANNUAL STATEMENT BLANK (Continued)

Schedule S - Part 1 - Section 2 .....	30
Schedule S - Part 2 .....	31
Schedule S - Part 3 - Section 2 .....	32
Schedule S - Part 4 .....	33
Schedule S - Part 5 .....	34
Schedule S - Part 6 .....	35
Schedule T - Part 2 - Interstate Compact .....	37
Schedule T - Premiums and Other Considerations .....	36
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group .....	38
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates .....	39
Statement of Revenue and Expenses .....	4
Summary Investment Schedule .....	SI01
Supplemental Exhibits and Schedules Interrogatories .....	40
Underwriting and Investment Exhibit - Part 1 .....	8
Underwriting and Investment Exhibit - Part 2 .....	9
Underwriting and Investment Exhibit - Part 2A .....	10
Underwriting and Investment Exhibit - Part 2B .....	11
Underwriting and Investment Exhibit - Part 2C .....	12
Underwriting and Investment Exhibit - Part 2D .....	13
Underwriting and Investment Exhibit - Part 3 .....	14